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TN REGULATORY AUTHORITY
DOCKET ROOM

August 1, 2002

VIA HAND DELIVERY

The Honorable Sarah Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Telepak Networks, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*

Docket No. ~~02-00823~~ 02-00835

Dear Chairman Kyle:

Telepak Networks, Inc. ("Telepak") and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority ("TRA") the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated March 16, 2001. The Amendment adds the state specific tariff references in the volume and term agreement which was filed with the TRA on July 30, 2002. The two Amendments are related and should be considered together.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

GMH/dt

Enclosure

cc: Mr. Wesley Goings, Telepak Networks, Inc.
Mr. Robert Hutchison, Telepak Networks, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Telepak Networks, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 02-00823

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND TELEPAK NETWORKS, INC.
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, Telepak Networks, Inc. ("Telepak") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated March 16, 2001 (the "Amendments") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Telepak and BellSouth state the following:

1. Telepak and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Telepak. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on July 10, 2001.
2. The parties have recently negotiated an Amendment to the Agreement. The Amendment adds state specific tariff references to the volume and term agreement between the parties. A copy of the Amendment is attached hereto and incorporated herein by reference.
3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Telepak and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The

Amendment provides that either or both of the parties is authorized to submit the Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Telepak within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Telepak and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Telepak and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 1st day of August, 2002.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

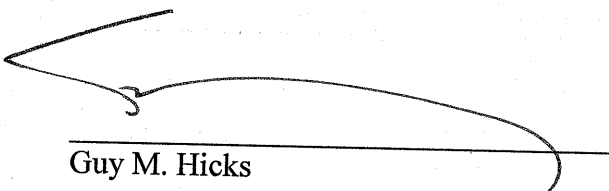
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 18 day of August, 2002:

Mr. Wesley Goings
Telepak Networks, Inc.
125 S. Congress, Suite 1100
Jackson, MS 39201

Mr. Robert Hutchison
Telepak Networks, Inc.
188 E. Capitol Street, Suite 1200
Jackson, MS 39201



Guy M. Hicks

**AMENDMENT
TO THE
AGREEMENT BETWEEN
TELEPAK NETWORKS, INC.
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED MARCH 16, 2001**

Pursuant to this Amendment, (the "Amendment"), Telepak Networks, Inc. ("Telepak Networks"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated March 16, 2001 ("Agreement").

WHEREAS, BellSouth and Telepak Networks entered into the Agreement on March 16, 2001, and amended on July 9, 2001, July 31, 2001, October 10, 2001, November 5, 2001, May 3, 2002 and June 7, 2002 and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. This Amendment deletes the tariff references in Appendix 1, V&T Eligible Services of the June 7, 2002, Volume and Term (V&T) Amendment, and adds the state specific tariff references as set forth in Exhibit 1 attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated March 16, 2001, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Telepak Networks, Inc.

By: J. Gregg Logan

Name: J. Gregg Logan

Title: Vice President

Date: 7/12/02

BellSouth Telecommunications, Inc.

By: Patrick C. Follen

Name: Patrick C. Follen

Title: MANAGING DIRECTOR

Date: 7/16/02

EXHIBIT 1

**Appendix I
Volume and Term
Eligible Services**

State	AL Tariff Section	FL Tariff Section	LA Tariff Section	MS Tariff Section	TN Tariff Section
S.L. Bus. SVC	A.3.7.1	A.3.4.2	A.3.7.1	A.3.7.1	A.3.7.1
M.L. Bus SVC	A.3.7.1	A.3.4.2	A.3.7.1	A.3.7.1	A.3.7.1
Business Plus SVC	A.3.43	A3.43	A3.43	A3.43	A3.43
Complete Choice (Bus)	A.3.45	A3.45	A3.45	A.3.45	A.3.45
CC FR SVC	A.40.1	A40.1	A40.1	A40.1	A40.1
Back up Capability	A.40.1	A40.1	A40.1	A40.1	A40.1
FR SVC					
Feature Charges	A.40.1	A40.1	A40.1	A40.1	A40.1
ISDN Bus.	A.42.1	A.42.1	A.42.1	A.42.1	A.42.1
ISDN Res.	A.42.2	A.42.2	A.42.2	A.42.2	A.42.2
PRI	A.42.3	A.42.3	A.42.3	A.42.3	A.42.3
MegaLink	B.7	B.7	B.7	B.7	B.7
MegaLink Channel Service	B.7	B.7	B.7	B.7	B.7
LightGate	B.7	B.7	B.7	B.7	B.7
SmartRing Service	B.7	B.7	B.7	B.7	B.7
SyncroNet Svc	B.7	B.7	B.7	B.7	B.7
SmartPath Svc	B.7	B.7	B.7	B.7	B.7
Megalink Plus Service	B.7	B.7	B.7	B.7	B.7
Megalink Light Service	B.7	B.7	B.7	B.7	B.7